BURLINGTON NORTHERN RAILROAD

Douglas J. Babb Vice President and General Counsel

6967-H

3800 Continental Plaza 777 Main Street Ft. Worth, Texas 76102 (817) 878-2367

FEDERAL EXPRESS

AUG 24 1988 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

August 22, 1988

8-237A040 AUG 2 4 1988

Ms. Noreta R. McGee, Secretary Interstate Commerce Commission Room 1324

ICC Washington, D. C

12th and Constitution Ave., N.W. Washington, D.C. 20423

Re: Document for Recordation: Satisfaction and Bill of Sale to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1973, Series 1

Dear Ms. McGee:

I am enclosing six counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Satisfaction and Bill of Sale, dated July 26, 1988, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1973, Series 1, dated as of April 1, 1973, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Satisfaction and Bill of Sale is connected, was recorded with the Interstate Commerce Commission on March 19, 1973, and assigned Recordation No. 6962.

The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.

Five Hanover Square

New York City, New York 10043

THE SECRETARY

AUG 24 10 39 AM 180

MOTOR OPERATING UNIT

Owner:

Burlington Northern Railroad Company

3800 Continental Plaza

777 Main Street

Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Satisfaction and Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Satisfaction and Bill of Sale, dated July 26, 1988, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1973, Series 1 (ICC Recordation No. 6962, March 19, 1973), conveying the equipment described on Exhibit A of said document.

Very truly yours,

Douglas J. Rabb

DJB/rrm/cb,5 Enclosures

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SATISFACTION AND BILL OF SALE AUG 84 1988 . D AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, by a certain Equipment Trust Agreement, dated as of April 1, 1973, executed by Citibank, N.A. (formerly Morgan Guaranty Trust Company of New York), as Trustee, hereinafter referred to as the "Trustee," and Burlington Northern Inc. (now Burlington Northern Railroad Company), hereinafter referred to as the "Railroad," there was established "Burlington Northern Inc. Equipment Trust of 1973, Series 1," hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms of Article III of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto, hereinafter referred to as the "Equipment"; and

WHEREAS, the Agreement was filed on March 19, 1973, as No. 6962 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated April 26, 1984, which was filed with the Interstate Commerce Commission on May 30, 1984, and assigned Recordation No. 6962-G; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell, assign, and transfer to the Railroad all its title and property interest in the Equipment described in Exhibit A, free of all liens and encumbrances created or retained by the Agreement.

This Satisfaction and Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 26th day of _______, 1988.

CITIBANK, N.A.

By: E. Gildens

ATTEST:

CORRAINE MORAN

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)
on this 26th day of July, 1988, before me
personally appeared, to me
personally known, who, being by me duly sworn, says that he/she
is a SENIOR TRUST OFFICER of Citibank, N.A., that the seal affixed to
the foregoing instrument is the corporate seal of said corpora-
tion, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors, and
he/she acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.
Note of 3 Five

ROBERT F. FRIER
Notary Public, State of New York
No. 31-4762885
Qualified in New York County
Commission Expires Jan. 31, 1989

Notary Public

My Commission Expires:

EQUIPMENT

No. of Units	Description	BN Nos.
172	Open-Top Triple Hopper Cars	531300-531305, 525306, 531307-531309, 525310, 531311, 525312, 531313, 525314, 531315-531317, 525318, 531320, 531321, 525322-525324, 531325, 531326, 531328-531332, 525333, 525334, 531336, 531337, 531339-531342, 525343, 531344, 525345, 531364, 525345, 531364, 525345, 531364, 525345, 531364, 525345, 531364, 525345, 531364, 525345, 531364, 525345, 531364, 525345, 531364, 525384, 531385-531387, 531381, 525384, 531385-531387, 531389-531391, 525392, 531394, 531395, 531399-531401, 531403, 531404, 525405, 531406-531413, 525414, 531415, 531417-531421, 525422, 525423, 531424-531427, 525422, 525423, 531424-531447, 531450, 531445, 531447-531450, 531445, 531447-531450, 531445, 531447-531450, 531445, 531447, 531458, 531446, 531462-531467, 525471, 531472-531474, 531476-531478, 525479, 531480-531482, 525483, 531484, 525485, 531487, 525491, 531492, 531495-531499
35	SD-40-2 Road Locomotives, 3000 H.P.	6801-6811, 7502, 6813-6823, 6900-6911
4	Airslide Covered Hopper Cars	410230-410233
2	Covered Hopper Cars	447570, 447571
2	Cabooses	12309, 12310
3	Double Hopper Cars	953800, 953901, 953902